

Mason Dixon
AMENDED DECLARATION AND NOTICE OF POOLED UNIT

HAMMERS UNIT

This Amended Declaration and Notice of Pooled Unit dated September 13, 2010, is executed to be effective as of December 1, 2009, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described. This Amended Declaration shall amend and replace that certain Declaration and Notice of Pooled Unit - Hammers Unit recorded April 7, 2010 in the Recorder's Office of Marshall County, West Virginia, Book 698, Page 416. Specifically, this Amended Declaration is intended to revise the unit boundaries or to correct scrivener's errors and to substitute one or both exhibits thereto.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name:** The pooled unit created hereby shall be known as the "**Hammers Unit**" ("the Unit").
3. **Description of Unit:** The Unit shall consist of **399.145236 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INSOFAR AND ONLY INSOFAR as the Leases fall within the

boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Amended Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit. The effect of this Amended Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Amended Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

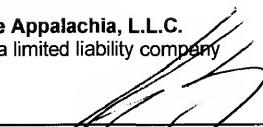
7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel
MR

Statoil USA Onshore Properties Inc.

By: 
M.K. Williams, Land Manager – Onshore Gas
MB

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma) SS:
COUNTY OF Oklahoma)

On this, the 28th day of September, 2010, before me Debbie F. Allen, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

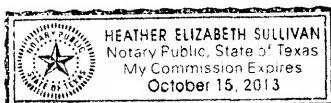
My Commission Expires: 10-15-2013
Signature/Notary Public: Debbie J. Allen
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF Texas) SS:
COUNTY OF Harris)

On this, the 23rd day of February, 2011, before me Heather Elizabeth Sullivan, the undersigned officer, personally appeared M. K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 10-15-2013
Signature/Notary Public: Heather Elizabeth Sullivan
Name/Notary Public (print): Heather Elizabeth Sullivan

This document prepared by:
Chesapeake Appalachia, L.L.C.
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Jan Pest
MARSHALL County 03:37:27 PM
Instrument No 1300642
Date Recorded 02/25/2011
Document Type O&G
Pages Recorded 8
Book-Page 725-75
Recording Fee \$0.00
Additional \$6.00

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective December 1, 2009, by and between
 Chesapeake Appalachia, L.L.C. and StatOil USA Onshore Properties Inc.

EXHIBIT "A"

Marshall County, West Virginia
HAMMERS UNIT

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-226242-001	O E BURGE	COLUMBIA NATURAL RESOURCES, L.L.C.	4/12/2005	Book 645, Page 102	Liberty	Marshall	7-28-1	126.15	1.016450
1-226242-002	TWILA ORA WHIPKEY	COLUMBIA NATURAL RESOURCES, L.L.C.	4/12/2005	Book 645, Page 100	Liberty	Marshall	7-28-1	126.15	0.677653
1-226242-003	PAUL F HAMMERS	COLUMBIA NATURAL RESOURCES, L.L.C.	5/2/2005	Book 645, Page 345	Liberty	Marshall	7-28-1	126.15	0.338827
1-226242-004	JACK R HAMMERS	COLUMBIA NATURAL RESOURCES, L.L.C.	5/4/2005	Book 645, Page 343	Liberty	Marshall	7-28-1	126.15	0.338827
1-226242-005	TONI JO MASON	COLUMBIA NATURAL RESOURCES, L.L.C.	5/3/2005	Book 645, Page 161	Liberty	Marshall	7-28-1	126.15	0.169413
1-226242-006	HAYHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	9/17/2009	Book 702, Page 53	Liberty	Marshall	7-28-1	126.15	0.246419
1-226242-007	STEVEN E JUSTMAN	CHESAPEAKE APPALACHIA, L.L.C.	2/19/2010	Book 702, Page 214	Liberty	Marshall	7-28-1	126.15	0.369629
1-226242-008	JANET E WILBUR	CHESAPEAKE APPALACHIA, L.L.C.	2/23/2010	Book 702, Page 210	Liberty	Marshall	7-28-1	126.15	0.184844
1-226242-009	DAVID A TEAGARDEN	CHESAPEAKE APPALACHIA, L.L.C.	2/25/2010	Book 703, Page 609	Liberty	Marshall	7-28-1	126.15	0.184844
1-226242-010	EVA STALKER	CHESAPEAKE APPALACHIA, L.L.C.	3/26/2010	Book 702, Page 206	Liberty	Marshall	7-28-1	126.15	0.369629
1-226242-011	JEANNIE G DECLOUE	CHESAPEAKE APPALACHIA, L.L.C.	3/26/2010	Pending	Liberty	Marshall	7-28-1	126.15	0.369629
1-226242-012	ERICA M MASON	CHESAPEAKE APPALACHIA, L.L.C.	6/15/2010	Pending	Liberty	Marshall	7-28-1	126.15	0.169413
1-229115-000	DONALD TERRY TEAGARDEN	COLUMBIA NATURAL RESOURCES, L.L.C.	5/11/2006	Book 654, Page 378	Liberty	Marshall	7-18-9	190.5	1.880825
1-229115-001	HAYHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	10/13/2009	Book 693, Page 190	Liberty	Marshall	7-18-9	190.5	0.372165
1-229115-002	HUBERT LOUIS WADE	CHESAPEAKE APPALACHIA, L.L.C.	10/8/2009	Book 693, Page 612	Liberty	Marshall	7-18-9	190.5	0.372165
1-229115-003	NILA JOANNE WADE	CHESAPEAKE APPALACHIA, L.L.C.	10/8/2009	Book 694, Page 89	Liberty	Marshall	7-18-9	190.5	0.372165
1-229115-004	O. W. YOUNG	CHESAPEAKE APPALACHIA, L.L.C.	11/30/2009	Book 694, Page 129	Liberty	Marshall	7-18-9	190.5	0.372165
1-234837-001	OCAL J MILLER	COLUMBIA NATURAL RESOURCES, L.L.C.	11/21/2006	Book 657, Page 210	Liberty	Marshall	7-18-14	128.62	34.037872
1-234837-002	MIRIAM KNOWLES, AKA MARIAM K KNOWLES AND PHILIP G KNOWLES	COLUMBIA NATURAL RESOURCES, L.L.C.	11/18/2006	Book 657, Page 385	Liberty	Marshall	7-18-14	128.62	34.037872
1-251353-001	GEORGE H PYLES	CHESAPEAKE APPALACHIA, L.L.C.	3/31/2008	Book 669, Page 19	Liberty	Marshall	7-29-40	24.171998	
1-251353-002	CARLENE K CUNNINGHAM AND JAMES H CUNNINGHAM	CHESAPEAKE APPALACHIA, L.L.C.	7/11/2008	Book 670, Page 635	Liberty	Marshall	7-29-41 7-29-42 7-28-14	102	1.208600
1-251353-003	CHARLES E YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/22/2008	Book 671, Page 108	Liberty	Marshall	7-28-14	102	0.098661

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective December 1, 2009, by and between Chesapeake Appalachia, L.L.C. and StatOil USA Onshore Properties Inc.

EXHIBIT "A"

Marshall County, West Virginia
HAMMERS UNIT

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-251353-004	WILLIAM TERRY YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/22/2008	Book 671, Page 105	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	0.098661
1-251353-005	RUTH ANN YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/22/2008	Book 671, Page 102	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	Dower
1-251353-006	RONALD G YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/22/2008	Book 671, Page 99	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-29-4-3 7-28-14	102	0.098661
1-251353-007	DAVID PAUL YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/22/2008	Book 671, Page 96	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	0.098661
1-251353-008	EMILY KAY RULONG AND WILLIAM F RULONG	CHESAPEAKE APPALACHIA, L.L.C.	6/30/2008	Book 671, Page 178	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	0.838620
1-251353-009	HELEN JEAN ANDERSON	CHESAPEAKE APPALACHIA, L.L.C.	6/30/2008	Book 671, Page 172	Liberty	Marshall	7-28-14 7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	0.838620
1-251353-010	MARY GRIMES YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/9/2008	Book 671, Page 181	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	0.838620
1-251353-011	JOHNE YEATER AND SHARON L YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/16/2008	Book 671, Page 166	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	1.208600
1-251353-012	SUSAN Y INCLAN AND JOSEPH C INCLAN	CHESAPEAKE APPALACHIA, L.L.C.	7/16/2008	Book 671, Page 169	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	1.208600
1-251353-013	JAMES J YEATER AND DONNA L YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/11/2008	Book 671, Page 175	Liberty	Marshall	7-28-14	102	0.838620

EXHIBIT "A"

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Marshall County, West Virginia
HAMMERS UNIT

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-251353-014	JOAN KNIGHT	CHESAPEAKE APPALACHIA, L.L.C.	7/19/2008	Book 671, Page 518	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	0.838620
1-251353-015	MARY A HUPP AND HENRY E HUPP	CHESAPEAKE APPALACHIA, L.L.C.	8/16/2008	Book 672, Page 69	Liberty	Marshall	7-29-4-1 7-29-4-2 7-28-14	102	24.171998
1-251353-016	LISA ANN MARQUART AND GREGORY MARQUART	CHESAPEAKE APPALACHIA, L.L.C.	7/25/2008	Book 672, Page 335	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	0.098661
1-251353-017	HAYHURST COMPANY	CHESAPEAKE APPALACHIA, L.L.C.	10/1/2008	Book 674, Page 60	Liberty	Marshall	7-29-4-0 7-29-4-1 7-29-4-2 7-28-14	102	67.656930
1-254759-000	CITIZENS SAVING AND LOAN COMPANY	MANUFACTURERS LIGHT AND HEAT CO.	5/24/1945	Book 375, Page 279	Liberty	Marshall	7-28-11	58	12.595646
1-254774-000	GEORGE NYOHO	MANUFACTURERS LIGHT AND HEAT CO.	2/1/1962	Book 353, Page 91	Liberty	Marshall	7-18-1	102	0.868201
1-254780-000	GEORGE NYOHO AND ROXIE NEELY	MANUFACTURERS LIGHT AND HEAT CO.	2/13/1952	Book 272, Page 174	Liberty	Marshall	7-18-10	33	16.339636
1-254829-000	GEORGE NYOHO	MANUFACTURERS LIGHT AND HEAT CO.	3/19/1952	Book 272, Page 210	Liberty	Marshall	7-18-13	126	68.963179
1-254856-000	DOROTHY LOGSDON, MARY MCMILLAN AND GLENN MCMLLAN, EDITH FRANKLIN LADY AND BEULAH FRANKLIN	PAIGE YOHO AND BETTY YOHO, OKLA J YOHO AND GUY YOHO AS EXECUTORS, OKLA J YOHO AND DENVER LEE YOHO, GUY YOHO AND MARGARET YOHO, OSCE B MASON, OLGA YOHO HAINES AND EDWIN D HAINES, GEORGE YOHO AND ANNETTE YOHO	5/15/1962	Book 360, Page 257	Meade	Marshall	9-19-9	133	85.230504
1-254926-000	GEORGE NYOHO	MANUFACTURERS LIGHT AND HEAT CO.	5/31/1954	Book 299, Page 68	Liberty	Marshall	7-28-2	28	14.697747
1-252772-001	MARGARET IMogene BONAR	MANUFACTURERS LIGHT AND HEAT CO.	4/11/1965	Book 375, Page 215	Liberty	Marshall	7-28-1	81	0.086073
1-252772-002	MARY ELENORA YEATER	CHESAPEAKE APPALACHIA, L.L.C.	7/25/2006	Book 655, Page 398	Liberty	Marshall	7-28-12	30	0.024168
1-252772-003	DORIS I. STERN	CHESAPEAKE APPALACHIA, L.L.C.	7/25/2006	Book 655, Page 400	Liberty	Marshall	7-28-12	30	0.024168
1-252772-004	ALAN W. STERN	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 276	Liberty	Marshall	7-28-12	30	0.048355
1-252772-005	JERRY J. CRONE AND BETTY KAY	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 273	Liberty	Marshall	7-28-12	30	0.024168
BOOK 0725 PAGE 0080									

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EXHIBIT "A"

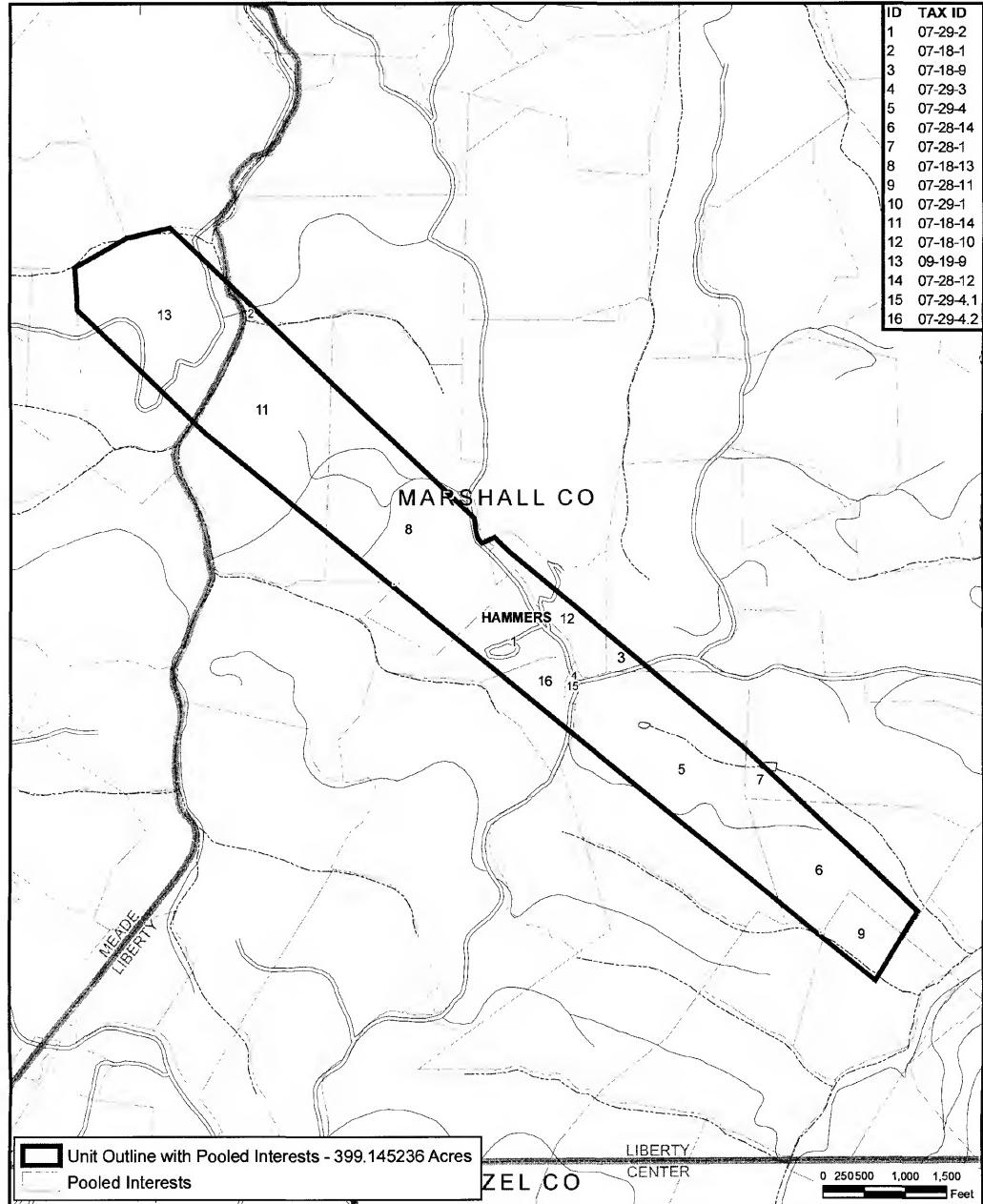
Marshall County, West Virginia
HAMMERS UNIT

CHESAPEAKE LEASE NUMBER	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	DISTRICT	COUNTY	TAX MAP PARCEL ID NUMBERS	TITLED ACRES	NET ACRES IN UNIT
1-232772-006	ALTON WARREN STERN AND MARY A. STERN	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 270	Liberty	Marshall	7-28-12	30	0.024168
1-232772-007	DOROTHY I. STERN	CHESAPEAKE APPALACHIA, L.L.C.	11/14/2006	Book 657, Page 558	Liberty	Marshall	7-28-12	30	0.024168

TOTAL UNIT ACRES: 399.145236

EXHIBIT "B"

Attached to and made a part of that Amended Declaration and Notice of Pooled Unit dated September 13, 2010, but effective December 1, 2009, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

**Unit Plat****Hammers Common Pad
Marshall Co., WV**

1 inch = 1,500 feet

Date: 8/19/2010

Projection: NAD 1983 UTM Zone 17N

X:\GIS\Land\Eastern Division\Central District\Exhibits\Hammers\Hammers DPU.mxd



STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 13th day of September, 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 25th day of October, 2011, at 3:37 o'clock P.M.

TESTE:

Clerk.